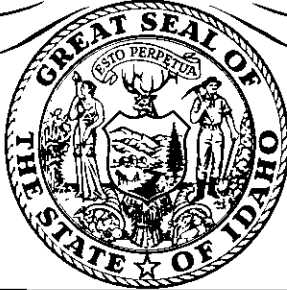


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### **GAMBLIN CHEVROLET, INC.**

was filed in the office of the Secretary of State on the **Sixteenth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

**Bonnors Ferry**

in the County of

**Boundary**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **April**, A.D., 19 **62** .

Secretary of State.

ARTICLES OF INCORPORATION

of

GAMBLIN CHEVROLET, INC.

An Idaho Corporation

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all full-age citizens of the United States, this day, voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

That the name of this corporation shall be GAMBLIN CHEVROLET, INC.

ARTICLE II.

The purposes for which this corporation is formed, are as follows:

A) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally engaging in, repairing, renovating and servicing all types of new and used automobiles, trucks, trailers, equipment and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles, trailers and equipment; and to engage in retail and wholesales of any and all auto, truck, trailer and equipment parts and accessories.

B) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, trucks, trailers and other personal property of any and every sort, character, nature

and description, and to do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

C) To own, lease, operate and manage garages for motor vehicles and all types of equipment; to manufacture, buy, sell, rent, store and perform all services necessary and incidental to such storing, and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment, and all other personal property of every kind and description. To further conduct the business of a filling and service station, which business shall include the dealing, both wholesale and retail, in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all accessories and appliances to be used on motor vehicles of every description, and other articles and items of interest useful to or desirable for patrons of a filling station; the washing, polishing of motor vehicles and such other business as is usual, proper and necessary in such an enterprise.

D) To generally engage in, do and perform any enterprise, act or vocation that any natural person might or could do which are not repugnant to the law.

E) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company, and in general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

### ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the registered office in this state and principle place of business shall be at Bonners Ferry, County of Boundary, State of Idaho.

ARTICLE V.

The amount of capital stock of said corporation shall be One Hundred Thousand and no/100 (\$100,000.00) Dollars, divided into one thousand (1,000) shares, each of the value of One Hundred and no/100 (\$100.00) Dollars per share. All of said stock shall be common stock and non-assessable, having equal voting rights, powers, preferences and restrictions.

ARTICLE VI.

The name and post office address of each of the incorporators, and the number of shares of common stock described in Article V, subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Arthur G. Gamblin	Bonners Ferry, Idaho	1
Sally D. Gamblin	Bonners Ferry, Idaho	1
Carl S. Barlow	Sandpoint, Idaho	1
Johnnie Barlow	Sandpoint, Idaho	1

ARTICLE VII.

The number of directors of this corporation shall not be less than three (3) nor more than five (5). The number of directors, qualifications, terms of office, manner of election, and the powers and duties of the directors shall be further officered by a President, Vice-President and Secretary-Treasurer, all of whom shall be elected by the Board of Directors and shall hold office and have the powers to be specified in the By-Laws of this corporation.

ARTICLE VIII.

Subject to the power of the shareholders to amend, alter,

or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters adjacent to its affairs that they may deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho for these Articles of Incorporation.

ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation, in any respect, may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as the law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument on this 24 day of April, 1962.

Arthur G. Gamblin  
Arthur G. Gamblin

Sally D. Gamblin  
Sally D. Gamblin

Carl S. Barlow  
Carl S. Barlow

Johnnie Barlow  
Johnnie Barlow

STATE OF IDAHO       )  
                              ) SS.  
County of Boundary )

On this 12<sup>th</sup> day of April, in the year 1962, before me, the undersigned, a notary public in and for said county and state, personally appeared ARTHUR G. GAMBLIN, SALLY D. GAMBLIN, CARL S. BARLOW and JOHNNIE BARLOW, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]  
Notary Public for State of Idaho  
Residing at Bonners Ferry, Idaho  
My comm. exp: